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*Proposed Special Regulatory Counsel for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**DECLARATION OF JANET LODUCA IN  
SUPPORT OF APPLICATION OF  
DEBTORS PURSUANT TO 11 U.S.C. §  
327(A) AND FED. R. BANKR. P. 2014(A)  
AND 2016 FOR AUTHORITY TO  
RETAIN AND EMPLOY MORRISON &  
FOERSTER LLP AS SPECIAL  
REGULATORY COUNSEL FOR THE  
DEBTORS EFFECTIVE AS OF THE  
PETITION DATE**

Date: June 12, 2019

Time: 9:30 a.m. (Pacific Time)

Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

Objection Deadline: June 5, 2019

4:00 p.m. (Pacific Time)

1 Pursuant 28 U.S.C. § 1746, I, Janet Loduca, hereby declare as follows:

2 I am the Senior Vice President and Interim General Counsel of PG&E Corporation  
3 (“**PG&E Corp.**”). In my current role, I am responsible for supervising outside counsel and  
4 monitoring and managing legal fees and expenses.

5 On January 29, 2019 (the “**Petition Date**”), PG&E Corp. and Pacific Gas and Electric  
6 Company (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the  
7 “**Debtors**”) each commenced with this Court a voluntary case under chapter 11 of title 11 of the  
8 United States Code (the “**Bankruptcy Code**”). I submit this Declaration pursuant to section  
9 327(e) of Title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2014(a) and  
10 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and the Local  
11 Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of California  
12 (the “**Local Bankruptcy Rules**”) in support of the *Application of Debtors Pursuant to 11 U.S.C.*  
13 *§ 327(e) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Morrison &*  
14 *Foerster LLP as Special Regulatory Counsel for the Debtors Effective as of the Petition Date*  
15 (the “**Application**”),<sup>1</sup> filed contemporaneously herewith.

16 This Declaration is provided pursuant to Paragraph D.2 of the *U.S. Trustee Guidelines for*  
17 *Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.*  
18 *C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**Fee**  
19 **Guidelines**”). Except as otherwise indicated herein, the facts set forth in this Declaration are  
20 based upon my personal knowledge, information provided to me by the Debtors’ employees or  
21 advisors, or my opinion based upon knowledge and experience as Senior Vice President and  
22 Interim General Counsel. I am authorized to submit this Declaration on behalf of the Debtors.

23 Since January 2018, Morrison & Foerster has advised the Debtors in connection with  
24 certain ongoing governmental investigations (collectively, the “**Special Counsel Matters**”),  
25 including the California Public Utility Commission’s investigation into the Debtors’ involvement  
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27 <sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed  
28 to them in the Application.

1 with recent wildfires in Northern California. As a result of its prepetition representation of the  
2 Debtors, Morrison & Foerster has acquired familiarity with the Debtors' operations generally, as  
3 well as in-depth knowledge of the facts and circumstances specific to the Special Counsel  
4 Matters.

5 Morrison & Foerster has confirmed to me that the Firm does not vary its billing rates or  
6 the material terms of an engagement depending on whether such engagement is a bankruptcy or a  
7 non-bankruptcy engagement. Morrison & Foerster has advised me that its current customary U.S.  
8 hourly rates are \$750.00 to \$1,500.00 for partners and counsel, \$510.00 to \$850.00 for associates,  
9 and \$255.00 to \$460.00 for paraprofessionals. As set forth in the Application, Morrison &  
10 Foerster has agreed to provide the Debtors with billing rate and volume discounts for the work it  
11 performs in connection with the Special Counsel Matters. It is my understanding that Morrison &  
12 Foerster reviews and adjusts its billing rates annually, typically on or around January 1st of each  
13 year. Morrison & Foerster has advised me that it will inform the Debtors of any adjustment to its  
14 existing rate structure.

15 I am informed by Morrison & Foerster that its attorneys' billing rates are aligned each  
16 year to ensure that its rates are comparable to the billing rates of its peer firms. To the extent that  
17 there is any disparity in such rates, however, I nevertheless believe that Morrison & Foerster's  
18 retention by the Debtors is warranted in these cases for the reasons set forth in the Application.

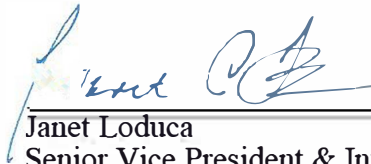
19 I understand that Morrison & Foerster's fees and expenses will be subject to periodic  
20 review on a monthly, interim, and final basis during the pendency of these Chapter 11 Cases by,  
21 among other parties, a fee examiner or fee committee (if appointed), the Office of the United  
22 States Trustee and the Debtors, and in accordance with the terms of the Bankruptcy Code, the  
23 Bankruptcy Rules, the Bankruptcy Local Rules, and any orders of the Court governing the  
24 procedures for approval of interim compensation of professionals retained in these Chapter 11  
25 Cases.

26 As Senior Vice President and Interim General Counsel, I supervise and manage legal fees  
27 and expenses incurred by the Debtors' outside counsel. Either I or a senior lawyer in our legal  
28 department reviews the Debtors' outside counsel invoices and authorizes all legal fees and

1 expenses prior to the payment of such fees to outside counsel. In so doing, I assure that all  
2 requested fees and expenses are reasonable and correspond with necessary or beneficial services  
3 rendered on behalf of the Debtors and their estates. The aforementioned review and approval  
4 process does not differ when the Debtors employ outside counsel for non-bankruptcy matters.  
5 Moreover, Morrison & Foerster has informed me that the Debtors will be provided with the  
6 opportunity to review all invoices and request adjustments to such invoices to the extent that the  
7 Debtors determine that such adjustments are necessary and appropriate, which requests will be  
8 carefully considered by Morrison & Foerster.

9 I declare under penalty of perjury that, to the best of my knowledge and after reasonable  
10 inquiry, the foregoing is true and correct.

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13 Dated: May 22, 2019

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15 Janet Loduca  
16 Senior Vice President & Interim General Counsel  
17 PG&E Corporation  
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